

APR 22 1974

ARTICLES OF MERGER OF DOMESTIC SUBSIDIARY  
INTO DOMESTIC PARENT CORPORATION

*James B. Chate*  
Deputy Director, Corporation Division

Pursuant to the provisions of Article 5.16 of the Texas Business Corporation Act, REF-CHEM CORPORATION, a Texas Corporation, the undersigned parent corporation, adopts the following Articles of Merger for the purpose of merging with its subsidiary corporation, ARCY RENTAL COMPANY, a Texas Corporation:

1. The name of the parent corporation is REF-CHEM CORPORATION. The name of the subsidiary corporation, which will be merged into the parent corporation, is ARCY RENTAL COMPANY. Both corporations are organized under the laws of the State of Texas.

2. The number of outstanding shares of each class of ARCY RENTAL COMPANY stock and the number of such shares of each class owned by the parent corporation are as follows:

<u>Number of Shares Outstanding</u>	<u>Designation of Class</u>	<u>Number of Shares Owned by the Parent Corporation</u>
45,000	None	45,000

3. There is attached hereto a copy of the resolutions adopted by the Board of Directors of the parent corporation to merge the subsidiary corporation into the parent corporation at a meeting of the Board of Directors held on April 19, 1974.

DATED: April 19, 1974.

REF-CHEM CORPORATION

By: *E. E. Medack*  
E. E. Medack, Vice-President

And *B. L. Crenshaw*  
B. L. Crenshaw, Secretary

THE STATE OF TEXAS    )  
                              :  
COUNTY OF   ECTOR    )

The undersigned Notary Public does hereby certify that on this 19 day of April, 1974, personally appeared before me E. E. MEDACK, who, being by me first duly sworn, declared that he is the Vice-President of REF-CHEM CORPORATION, that he signed the foregoing document as Vice-President of the corporation, and that the statements therein contained are true.

*L. Vicks*  
NOTARY PUBLIC IN AND FOR  
ECTOR COUNTY, TEXAS

(SEAL)

CERTIFIED COPY OF CORPORATE RESOLUTION

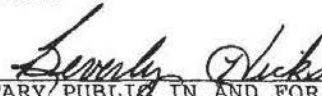
I, B. L. CRENSHAW, do hereby certify that I am the Secretary of REF-CHEM CORPORATION, a Texas Corporation, and as Secretary I have access to all original records of said corporation, and I do hereby further certify that at a special meeting of the Board of Directors duly called, held and convened according to law on the 19 day of April, 1974, a quorum being present and voting thereon, the following resolution was unanimously adopted; that the following is a true and correct copy of said resolution as it appears on the minutes of said corporation; that the same has not been altered, amended or repealed and the same is now in full force and effect; and that I am one of the duly authorized officers of the said corporation to make certified copies of its records in its behalf.

RESOLUTION: Authorization to merge subsidiary corporation into parent corporation.

"BE IT RESOLVED, that Arcy Rental Company, a wholly owned subsidiary of the corporation, be merged into Ref-Chem Corporation, at the earliest possible date pursuant to Article 5.16 of the Texas Business Corporation Act, and the President or the Vice-President and Secretary of the corporation are authorized and directed to execute and file Articles of Merger with the Office of the Secretary of State of the State of Texas, and to take all other action as may be necessary or desirable to effect such merger."

  
B. L. CRENSHAW, Secretary

SUBSCRIBED AND SWORN TO BEFORE ME by the said B. L. CRENSHAW, this 19 day of April, A. D., 1974, to certify which, WITNESS MY HAND AND SEAL OF OFFICE.

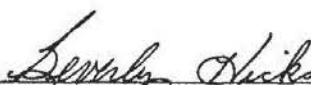
  
NOTARY PUBLIC IN AND FOR  
ECTOR COUNTY, TEXAS

(SEAL)

THE STATE OF TEXAS     )  
                              :  
COUNTY OF ECTOR     )

BEFORE ME, the undersigned authority, a Notary Public in and for said County and State, on this day personally appeared B. L. CRENSHAW, known to me to be the person whose name is subscribed to the foregoing instrument, and acknowledged to me that he executed the same for the purposes and consideration therein expressed, and in the capacity therein stated.

GIVEN UNDER MY HAND AND SEAL OF OFFICE, this the 19 day of April, A. D., 1974.

  
NOTARY PUBLIC IN AND FOR  
ECTOR COUNTY, TEXAS

(SEAL)